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Attorneys for Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:
USA COMMERCIAL MORTGAGE COMPANY,

Debtor.

Case Nos.:
BK-S-06-10725-LBR
BK-S-06-10726-LBR
BK-S-06-10727-LBR
BK-S-06-10728-LBR
BK-S-06-10729-LBR

In re:
USA CAPITAL REALTY ADVISORS, LLC,

Debtor.

In re:
USA CAPITAL DIVERSIFIED TRUST DEED
FUND, LLC,

Debtor.

JOINTLY ADMINISTERED
Chapter 11 Cases

In re:
USA CAPITAL FIRST TRUST DEED FUND,
LLC,

Debtor.

Judge Linda B. Riegle Presiding

In re:
USA SECURITIES, LLC,

Debtor.

**REPLY IN SUPPORT OF MOTION
FOR ORDER SCHEDULING AN
AUCTION FOR THE SALE OF
CERTAIN ASSETS, APPOINTING
SPCP, LLC AS LEAD BIDDER, AND
APPROVING BID PROCEDURES AND
PROTECTIONS**

Affects:

- ☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

Date: October 19, 2006
Time: 9:30 a.m.

The Official Committee of Unsecured Creditors of USA Commercial Mortgage Company ("UCC") supports Debtors' Motion for Order Scheduling an Auction for the Sale of Certain Assets, Appointing SPCP, LLC as Lead Bidder, and Approving Bid



1 Procedures and Protections. The Committee notes that it participated in and supported
2 Debtors' negotiations with the proposed buyer over the Break-Up Fee, the initial overbid
3 increment, and the terms of the sale generally. The letter of intent proposed by Debtors, as
4 modified by the Bid Procedures and Protection Motion, represents the best offer available
5 to creditors under the circumstances.

6 Accordingly, the Committee supports Debtors' motion and the relief requested
7 therein.

8 Dated October 18, 2006.

9 **LEWIS AND ROCA LLP**

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11 By /s/ RC (#006593)

Susan M. Freeman, AZ 4199 (pro hac vice)

Rob Charles, NV 6593

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13 *Attorneys for Official Unsecured Creditors' Committee*
14 *for USA Commercial Mortgage Company*
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